

LORD, BISSELL & BROOK

115 SOUTH LASALLE STREET
CHICAGO, ILLINOIS 60603

(312) 443-0700

CABLE: LOWIRCO CGO

TELEX: 25-3070

JOHN N. OEST
(312) 443-0434

RECORDATION NO. 144391A

LOS ANGELES OFFICE
3250 WILSHIRE BOULEVARD
LOS ANGELES, CALIFORNIA 90010
(213) 487-7064
TELEX: 18-1135

MAR 5 1985 9 12 AM

February 28, 1985 5-064A019

INTERSTATE COMMERCE COMMISSION

Mr. James H. Bayne, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

MAR 5 1985

Dear Mr. Bayne:

I have enclosed an original and one counterpart of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code.

This document is an amendment to mortgage, a secondary document dated November 30, 1984. The primary document to which this is connected is recorded under Recordation No. 14439.

The names and addresses of the parties to the documents are as follows:

- Mortgagors: 1.) Chicago South Shore and South Bend Railroad, an Indiana corporation;
- 2.) Indiana and Kensington Railroad, an Illinois railroad corporation.

The address of both mortgagors is:

North Carroll Avenue
Michigan City, Indiana 46360

Mortgagee: American National Bank & Trust Company of Chicago
33 North LaSalle Street
Chicago, Illinois 60603

A description of the equipment covered by the document follows:

LORD, BISSELL & BROOK

Mr. James H. Bayne
February 28, 1985
Page 2

RECORDATION NO. Filed 1425

MAR 5 1985 6 12 AM

INTERSTATE COMMERCE COMMISSION

Included in the property covered by the aforesaid mortgage and amendment thereto are the railroad cars, locomotives, and rolling stock owned by the Chicago South Shore and South Bend Railroad, an Indiana corporation, or the Indiana and Kensington Railroad, an Illinois railroad corporation, described in Exhibit A attached hereto and made a part hereof, plus all such equipment hereafter acquired by them or their successors as owners of the lines of railroad covered by the mortgage.

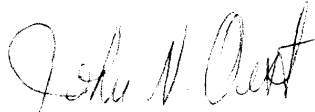
A fee of \$10.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to:

John N. Oest
Lord, Bissell & Brook
115 South LaSalle St.
Chicago, Illinois 60603

A short summary of the document to appear in the index follows:

An amendment of mortgage with Recordation No. 14439, such amendment dated November 30, 1984 and covering ten locomotives, forty-three freight cars, and all future acquired railroad cars, locomotives or rolling stock of the above-described mortgagors.

Very truly yours,



John N. Oest
Attorney for American
National Bank and Trust
Company of Chicago

JNO/emb

Enclosure

EXHIBIT A

14439-A

EQUIPMENT

<u>TYPE</u>	<u>RUNNING NUMBER (CSS)</u>	<u>YEAR BUILT</u>	<u>DESCRIPTION</u>
Locomotives	2000	1981	GP-38-7
	2001	"	"
	2002	"	"
	2003	"	"
	2004	"	"
	2005	"	"
	2006	"	"
	2007	"	"
	2008	"	"
	2009	"	"
	10 Units		
Freight Train Cars	319	1949	Caboose
	327	"	"
	329	"	"
	345	"	"
	1202	1916	Flat
	1205	1916	Flat
	1210	1959	Gondola
	1225	"	"
	1226	"	"
	1228	"	"
	1229	"	"
	1230	"	"
	1231	"	"
	1232	"	"
	1233	"	"
	1234	"	"
	1235	"	"
	1236	"	"
	1301	1949	Cov'd Hopper
	1302	"	"
	1303	"	"
	1304	"	"
	1375	1962	"
	1376	1962	"
	1432	1954	Flat
	1501	1964	Refr. Box
	1502	"	"
	1503	"	"
	1504	"	"
	29 Units		

Work Equipment	503	1941	Express Car
	1100	1947	Line Motor Car
	1128	1928	Rail Loader
	1134	1948	Reel Car
	1135	1948	Flat Car
	1137	1959	"
	1138	1957	"
	1150	1957	Wreck Crane
	1151	1954	Wreck Car
	1401	1925	Flat Car
	1413	1951	"
	1414	1951	"
	1453	1927	"
	1457	1957	"

14 Units

Interstate Commerce Commission
Washington, D.C. 20423

3/5/85

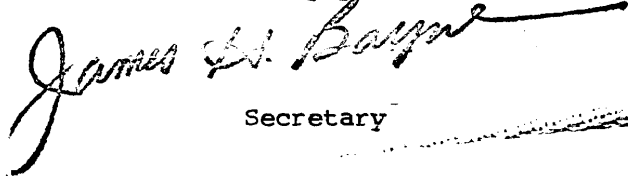
OFFICE OF THE SECRETARY

John N. Oest
Lord, Russell & Brook
115 South LaSalle St.
Chicago, Illinois 60603

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/5/85 at 9:50am and assigned re-recording number(s). 14439-A

Sincerely yours,


Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO. 14439-A
FEB 1425

MAR 5 1985 9 12 AM

AMENDMENT NO. 1 TO MORTGAGE INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT NO. 1 TO MORTGAGE ("Amendment") is hereby entered into this 30th day of November, 1984, to be effective as of September 28, 1984 after the Effectiveness of the Merger, by and among Chicago South Shore and South Bend Railroad, an Indiana corporation ("South Shore") and Indiana and Kensington Railroad Company, an Illinois corporation ("I&K") (collectively, the "Company") and American National Bank and Trust Company of Chicago, a national banking association ("Mortgagee").

WHEREAS, the parties have executed a Mortgage and Security Agreement dated as of September 28, 1984 ("Mortgage") recorded in the following counties under the recording numbers specified therefor:

<u>County and State</u>	<u>Date of Recording</u>	<u>Document Number</u>
Lake County, Indiana	October 1, 1984	774363
Porter County, Indiana	October 1, 1984	67377
St. Joseph County, Indiana	October 1, 1984	8420793
LaPorte County, Indiana	October 1, 1984	84-09288
Cook County, Illinois	October 1, 1984	27276410
Interstate Commerce Commission	October 2, 1984	14439

and affecting the real estate described on Exhibit A hereto, and

WHEREAS, the Mortgage was delivered pursuant to a certain Term Loan Agreement dated September 28, 1984 between the Mortgagee, Venango River Corporation, an Illinois corporation, and Venango Acquisition Corp., an Indiana corporation, predecessor by statutory merger to South Shore, and

WHEREAS, the parties to the Term Loan Agreement have agreed to amend said Term Loan Agreement, the Note and certain other documents, including this Mortgage, executed and delivered at the Closing pursuant to said Term Loan Agreement,

NOW THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is hereby acknowledged by each of the parties, it is agreed by and among the parties as follows:

1. The Mortgage is hereby amended by deleting the word "Company" from the name of the corporation defined as the "South Shore" in the first paragraph of the Mortgage.

2. The Mortgage is hereby amended by deleting from the third Whereas clause on the first page the following: "(the Note)"

3. The Mortgage is hereby amended by deleting in its entirety the fifth Whereas clause on the first page.

4. The Mortgage is hereby amended by deleting the phrase "Default Rate specified in the Note" from Paragraph 3 on page 5 thereof and inserting in lieu thereof the phrase "the rate of interest described in the Note which is applicable to interest on principal not paid when due."

5. The Mortgage is hereby amended by adding the following paragraph after subsection 4 on Page 5 of the Mortgage:

The obligations described in the foregoing subsections 1 through 4 are, throughout this Mortgage, collectively referred to as the "Indebtedness Secured Hereby".

6. The Mortgage is hereby amended by deleting in its entirety the definition of "Default Rate" from Section 1.01 on Page 6 of the Mortgage and inserting the following definition in lieu thereof:

"Default Rate" means the rate of interest described in the Note which is applicable to payments of interest or principal which are not paid when due.

7. The Mortgage is hereby amended by deleting in its entirety the definition of "Indebtedness Secured Hereby" from Section 1.01 on Page 7 of the Mortgage.

8. The Mortgage is hereby amended by adding a new definition under Section 1.01 after the definition of "Goods":

"Guarantor" means John A. Darling, John E. Alexander, Timothy R. Jorgenson, Barry L. Prince and Clyde S. Forbes.

9. The Mortgage is hereby amended by deleting in its entirety the definition of "Note" from Section 1.01 on Page 7 of the Mortgage and inserting the following definition in lieu thereof:

"Note" means the Term Loan Promissory Note of even date herewith from Venango and VAC in the original principal amount of \$20,000,000 either as originally executed or as the same may from time to time be amended (including, but not limited to, Amendment No. 1 to Term Loan Promissory Note dated November 30, 1984) restated, substituted, extended or modified.

10. For all purposes of the Mortgage, it is agreed and understood that all references to the Note, Loan Agreement and Loan Instruments, shall be deemed to specifically include, but not be limited to, said documents as amended on November 30, 1984.

11. The Mortgage is hereby amended in all other respects, unless the context clearly denotes otherwise, to include and give effect to the amendments set forth in Paragraphs 1 through 10 above.

12. This Amendment No. 1 to Mortgage is to be deemed to be delivered as of, and to take effect immediately after the Effectiveness of the Merger under the Loan Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their respective officers thereunto duly authorized as of the date first above written.

CHICAGO SOUTH SHORE AND SOUTH
BEND RAILROAD

By: John A. Darling

For itself and as
successor by statutory
merger to Venango
Acquisition Corp.

ATTEST:

Tristram R. Joyner

INDIANA AND KENSINGTON
RAILROAD COMPANY

By: John A. Darling

ATTEST:

Tristram R. Joyner

AMERICAN NATIONAL BANK AND
TRUST COMPANY OF CHICAGO

By: [Signature]

This instrument prepared by:

Lawrence A. Gray
LORD, BISSELL & BROOK
115 South LaSalle Street
Chicago, Illinois 60603
(312) 443-0440

Mail to: Above Preparer.

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, MAUREEN A. HIGGINS, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that JOHN A. DARLING and TIMOTHY R. JORGENSEN, personally known to me to be C.E.O. and SECRETARY of the Chicago South Shore and South Bend Railroad, an Indiana corporation, and personally known to me to be the same persons whose names are subscribed to the foregoing instrument as such C.E.O. and SECRETARY, appeared before me this day in person, and being by me duly sworn, severally said and acknowledged that they are C.E.O. and SECRETARY of said corporation, that they signed and delivered said instrument as C.E.O. and SECRETARY of said corporation, as their free and voluntary act, and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth, and that the seal affixed to said instrument is the corporate seal of said corporation.

GIVEN under my hand and notarial seal this 13 day of FEBRUARY, 1985.



Notary Public

My Commission Expires My Commission Expires August 17, 1987

[NOTARIAL SEAL]

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, MAUREEN A. HIGGINS, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that JOHN A. DARLING and TIMOTHY R. JORGENSEN, personally known to me to be C.E.O. and SECRETARY of the Indiana and Kensington Railroad Company, an Illinois corporation, and personally known to me to be the same persons whose names are subscribed to the foregoing instrument as such CEO and SECRETARY, appeared before me this day in person, and being by me duly sworn, severally said and acknowledged that they are C.E.O. and SECRETARY of said corporation, that they signed and delivered said instrument as C.E.O. and SECRETARY of said corporation, as their free and voluntary act, and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth, and that the seal affixed to said instrument is the corporate seal of said corporation.

GIVEN under my hand and notarial seal this 13 day of FEBRUARY, 1985.


Notary Public

My Commission Expires January 1, 1987

[NOTARIAL SEAL]

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, MAUREEN A. HIGGINS, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that BRUCE R. HAGUE, personally known to me to be VICE PRESIDENT of the American National Bank and Trust Company of Chicago, a national banking association, and personally known to me to be the same person whose name is subscribed to the foregoing instrument as such VICE PRESIDENT appeared before me this day in person, and and being by me duly sworn, severally said and acknowledged that he is VICE PRESIDENT of said association, that he signed and delivered said instrument as VICE PRESIDENT of said association, as their free and voluntary act, and as the free and voluntary act and deed of said association, for the uses and purposes therein set forth, and that the seal affixed to said instrument is the corporate seal of said association.

GIVEN under my hand and notarial seal this 13 day of FEBRUARY, 1984.

Maureen A. Higgins
Notary Public

My Commission Expires DECEMBER 31, 1987.

[NOTARIAL SEAL]

EXHIBIT A

Parcel A

ALL PROPERTY OF THE CHICAGO SOUTH SHORE AND SOUTH BEND RAILROAD AND OF THE INDIANA AND KENSINGTON RAILROAD COMPANY, WHETHER REAL OR PERSONAL, WHETHER OWNED OR LEASED, WHEREVER SITUATED IN COOK COUNTY, ILLINOIS; LAKE COUNTY, INDIANA; PORTER COUNTY, INDIANA; LaPORTE COUNTY, INDIANA; OR ST. JOSEPH COUNTY, INDIANA including but not limited to any and all rights in trackage agreements, leases, rights-of-way, railroad tracks, easements, licenses, grants or any interests of any kind or sort whether such interests are now owned are hereafter acquired, it being the intent of the Mortgagors hereunder to grant to the Mortgagee herein a first and prior lien on any and all property of the Mortgagors (except only for those items specifically enumerated in Exhibit C hereof) in those five counties set forth above, including but not limited to all rights, title and interest of the Chicago South Shore and South Bend Railroad and of the Indiana and Kensington Railroad Company in and to the entire existing railroad line (together with all track, rights-of-way, equipment, catenaries, rights of easement, licenses, leasehold interests, trackage agreements, and any and all rights appurtenant to or in any way related to the operation of said railroad line) from the Randolph Street station in Chicago, Illinois southerly to the railroad station at 115th Street in Kensington, Illinois, further southeasterly to the Illinois-Indiana state line and continuing generally easterly to the South Bend station in St. Joseph County, Indiana.

Without limiting the generality of the foregoing grant, the following particularly described tracts are encumbered by the lien of this mortgage and are as set forth in parcels A-1 through A-5 inclusive.

PARCEL A-1

PARCEL 1:

LOTS 22 TO 47 AND THE WEST 9 FEET OF LOT 48 AND THAT PART OF 51 LYING WEST AND NORTHEASTERLY OF THE FOLLOWING DESCRIBED LINE: BEGINNING AT A POINT IN THE COMMON RIGHT OF WAY LINE OF THE CHICAGO SOUTH SHORE AND SOUTH BEND RAILROAD AND THE INDIANA HARBOR BELT RAILROAD, 66.00 FEET WEST OF THE INDIANA-ILLINOIS STATE LINE AND 29.58 FEET SOUTH OF THE INTERSECTION OF THE SOUTH LINE OF GOSTLIN STREET (PRODUCED) AND SAID RIGHT OF WAY LINE, SAID POINT ALSO BEING 39.20 FEET WEST OF THE CENTER LINE OF MAIN TRACT OF THE INDIANA HARBOR BELT RAILROAD; THENCE WITH THE

SAID RIGHT OF WAY LINE, 66.00 FEET FROM AND PARALLEL TO SAID STATE LINE, DUE SOUTH 184.27 FEET TO THE CHICAGO AND WESTERN INDIANA RAILROAD RIGHT OF WAY LINE; THENCE ALONG THE CHICAGO AND WESTERN INDIANA RAILROAD RIGHT OF WAY LINE NORTH 59 DEGREES 00 MINUTES WEST, 146.80 FEET TO THE NORTH WEST CORNER OF SAID LOT 51 ALL IN J. WILLIAM ESCHENBERG'S STATE LINE ADDITION TO HEGEWISCH IN THE SOUTH 1/2 OF THE SOUTH EAST FRACTIONAL 1/4 OF SECTION 5, TOWNSHIP 36 NORTH, RANGE 15 EAST OF THE THIRD PRINCIPAL MERIDIAN, LYING NORTH EAST OF THE CHICAGO AND WESTERN INDIANA RAILROAD, IN COOK COUNTY, ILLINOIS.

PARCEL 2:

THE SOUTH AND SOUTHWESTERLY 1/2 OF VACATED HOWARD AVENUE LYING NORTH AND NORTHEASTERLY OF AND ADJOINING LOTS 22 TO 47 AND THE WEST 9 FEET OF LOT 48 IN J. WILLIAM ESCHENBERG'S STATE LINE ADDITION TO HEGEWISCH IN THE SOUTH 1/2 OF THE SOUTH EAST FRACTIONAL 1/4 LYING NORTH EAST OF THE CHICAGO AND WESTERN INDIANA RAILROAD, IN COOK COUNTY, ILLINOIS (EXCEPT THE PART THEREOF FALLING WITHIN THE SOUTHWESTERLY 50 FEET OF LOTS 37 AND 38 AFORESAID) AND (EXCEPT THE PART THEREOF FALLING WITHIN THE REAR 16 FEET OF LOTS 42 AND 43 AFORESAID)

PARCEL A-2

PARCEL 1: That part of the Northeast Quarter of Section 2, Township 36 North, Range 9 West of the 2nd P.M., lying Northerly of the Southerly right of way line of the Chicago, South Shore and South Bend Railroad conveyed to said railroad by deed recorded on July 28, 1911 in Deed Record 172, page 100, and Southerly of the Southerly line of the property falling in the Northeast Quarter of said Section 2, Township 36 North, Range 9 West of the 2nd P.M., conveyed to the State of Indiana by deed recorded January 10, 1979 as Document No. 512013, and West of the West line of the alley East of Fairbanks Street, Alley No. 67 West, as shown on the Plat of Gary Estates Seventh Addition, shown in Plat Book 18, page 8), projected North, excepting from all of the above, that part thereof described as Parcel 5, in the deed to the State of Indiana recorded February 16, 1983 as Document No. 697417, in Lake County, Indiana.

PARCEL 2: That part of the East Half of Section 2, Township 36 North, Range 9 West of the 2nd P.M., in Lake County, Indiana, described as follows: Beginning at the point of intersection of the North line of West Fifth Avenue, as marked and laid down on the recorded plat of Gary City Estates Seventh Addition to the City of Gary, as recorded in Plat Book 18, page 8, in the Office of the Recorder of Lake County, Indiana, with the East Right of Way line of the Elgin, Joliet and Eastern Railroad, thence North along the East Right of Way line of said railroad to the point of its intersection with the South Right of Way line of the Chicago, South Shore and South Bend Railroad, thence in a Southeasterly direction along the South Right of Way line of the Chicago, South Shore and South Bend Railroad to a point on said Right of Way line where the West line of Alley No. 67 West, as marked and laid down on said recorded plat, would intersect said Right of Way if extended; thence South along the West line of alley No. 67 West to a point where it intersects the North line of West Fourth Avenue; thence West along the North line of West Fourth Avenue to a point where it intersects the West line of Fairbanks Street; thence South along the West line of Fairbanks Street to a point where it intersects the North line of West Fifth Avenue; thence West along the North line of West Fifth Avenue to the place of beginning, excepting therefrom that part conveyed to Northern Indiana Public Service Company by deed recorded February 21, 1958 in Deed Record 1081, page 95.

PARCEL A-3

PARCEL I: All that part of the Southeast Quarter of Section 33, Township 37 North, Range 9 West of the 2nd P.M., in Lake County, Indiana, lying Northerly of the Northerly line of Indiana Toll Road described in the deed recorded January 18, 1979 as Document No. 511999 and lying East of the East line of Kennedy Avenue (as it presently exists), and Southerly and Southwesterly of the Southerly line of Grand Calumet River EXCEPTING from all of the above that part thereof conveyed to Harbison-Walker Refractories Co., a corporation, conveyed in the deed recorded in Deed Record 1037, page 515, on August 17, 1956 and in Deed recorded in Deed Record 1059, page 553, on May 14, 1957.

PARCEL II: All that part of the Southwest Quarter of Section 34, Township 37 North, Range 9 West of the 2nd P.M., in Lake County, Indiana, lying Northerly of the Northerly line of Indiana Toll Road described in deed recorded January 18, 1979, as Document No. 511999, and lying Southerly and Southwesterly of the center line of the channel of Grand Calumet River (as it presently exists and as relocated, as shown in deed from Indiana Toll Road Commission to the Chicago South Shore and South Bend Railroad, recorded February 20, 1975, as Document No. 289056) EXCEPTING from all of the above that part of the Southwest quarter in said Section 34 conveyed to George J. Beemsterboer, Inc., an Indiana Corporation, by Parcel I of deed recorded January 4, 1982 as Document No. 655197.

PARCEL A-4
(continued)

of Section Twenty-five (25), Township Thirty-eight (38) North, Range Four (4) West, LaPorte County, Indiana, bounded and described as follows: Commencing at the South Quarter corner of said Section; thence North One degree Fourteen minutes West (N 1° 14' W) on the North and South centerline of said Section a distance of Nine Hundred Ninety (990.00) feet; thence South Eighty-nine degrees Nineteen minutes East (S 89° 19' E) a distance of Six Hundred Ninety-seven and Twelve hundredths (697.12) feet to the principal point of beginning of this description; from said principal point of beginning thence North Zero degrees Forty-six minutes West (N 0° 46' W) a distance of Two Hundred Eighty-eight and Forty-four hundredths (288.44) feet to a point on a curve; thence Northeasterly on a curve to the left having a radius of Four Hundred Thirty-five and Twenty-eight hundredths (435.28) feet (the long chord of which lies North Twenty-seven degrees Five minutes Fifty-seven and Five tenths seconds East (N 27° 5' 57.5" E) Four Hundred Six and Ninety hundredths (406.90) feet) a distance of Four Hundred Thirty-two and Eleven hundredths (432.11) feet; thence North Zero degrees Forty-six minutes West (N 0° 46' W) a distance of Four Hundred Twenty (420.00) feet to a point of curve; thence Northeasterly on a curve to the right having a radius of Four Hundred Fifty-three and Thirty-four hundredths (453.34) feet (the long chord of which lies North Seventeen degrees Fifty-two minutes Fifty and Five tenths seconds East (N 17° 52' 50.5" E) Two Hundred Eighty-nine and Ninety hundredths (289.90) feet) a distance of Two Hundred Ninety-five and Nine hundredths (295.09) feet; thence South Eighty-nine degrees Nineteen minutes East (S 89° 19' E) a distance of Three Hundred Forty-two and Three hundredths (342.03) feet to the East line of the West Half (W 1/2) of the Southeast Quarter (SE 1/4) of said Section; thence South Zero degrees Forty-six minutes East (S 0° 46' E) on said East line a distance of One Thousand Three Hundred Fifty (1350.00) feet; thence North Eighty-nine degrees Nineteen minutes West (N 89° 19' W) a distance of Six Hundred Twenty-five (625.00) feet to the principal point of beginning, containing Fourteen and Seven Hundred Sixty-two thousandths (14.762) acres, more or less.

ALSO EXCEPT:

That part of the West Half (W 1/2) of the Southeast Quarter (SE 1/4) of Section Twenty-five (25), Township Thirty-eight (38) North, Range Four (4) West, LaPorte County, Indiana, bounded and described as follows: Commencing at the South Quarter corner of said Section; thence North One degree Fourteen minutes West (N 1° 14' W) on the North and South centerline of said Section, a distance of Nine Hundred Ninety (990.00) feet; thence South Eighty-nine degrees Nineteen minutes East (S 89° 19' E) a distance of Forty-eight and Thirty-five hundredths (48.35) feet to the principal point of beginning of this description; from said principal point of beginning, thence North One degree Twenty-three minutes West (N 1° 23' W) a distance of Fifty (50) feet; thence South Eighty-nine degrees Nineteen minutes East (S 89° 19' E) a distance of Six Hundred Forty-nine and Thirty-one hundredths (649.31) feet; thence South Zero degrees Forty-six minutes East (S 0° 46' E) a distance of Fifty (50) feet; thence North Eighty-nine degrees Nineteen minutes West (N 89° 19' W) a distance of Six Hundred Forty-eight and Seventy-seven hundredths (648.77) feet to the principal point of beginning, containing Seventy-five hundredths (0.75) acre, more or less.

PARCEL A-4

All that part of the West Half (W 1/2) of the Southeast Quarter (SE 1/4) of Section Twenty-five (25), Township Thirty-eight (38) North, Range Four (4) West, that lies South of the right-of-way of the Chicago, South Shore and South Bend Railway Company, EXCEPTING Thirty (30) acres off the South end thereof; ALSO EXCEPTING therefrom, so much of said real estate, upon the Western side thereof as was taken for the purpose of constructing U.S. Route No. 212, containing Forty (40) acres, more or less, in LaPorte County, Indiana.

ALSO EXCEPT:

A Two and Sixty-six thousandths (2.066) acre tract in the Southeast Quarter (SE 1/4) of Section Twenty-five (25), Township Thirty-eight (38) North, Range Four (4) West, LaPorte County, Indiana, more fully described as follows: Commencing at the South Quarter (S 1/4) corner of said Section Twenty-five (25); thence North One degree Fourteen minutes West (N 1° 14' W) along the North and South centerline of said Section Twenty-five (25), a distance of Nine Hundred Ninety (990) feet; thence South Eighty-nine degrees Nineteen minutes East (S 89° 19' E) a distance of Forty-eight and Thirty-five hundredths (48.35) feet to the place of beginning for the following description; thence North One degree Twenty-three minutes West (N 1° 23' W) a distance of Three Hundred (300) feet; thence South Eighty-nine degrees Nineteen minutes East (S 89° 19' E) a distance of Three Hundred (300) feet; thence South One degree Twenty-three minutes East (S 1° 23' E) a distance of Three Hundred (300) feet; thence North Eighty-nine degrees Nineteen minutes West (N 89° 19' W) a distance of Three Hundred (300) feet to the place of beginning.

ALSO EXCEPT:

A tract in the Southeast Quarter (SE 1/4) of Section Twenty-five (25), Township Thirty-eight (38) North, Range Four (4) West, LaPorte County, Indiana, more fully described as follows: Commencing at the South Quarter (S 1/4) corner of said Section Twenty-five (25); thence North One degree Fourteen minutes West (N 1° 14' W) along the North and South centerline of said Section Twenty-five (25) a distance of Nine Hundred Ninety (990) feet; thence South Eighty-nine degrees Nineteen minutes East (S 89° 19' E) a distance of Three Hundred Forty-eight and Thirty-five hundredths (348.35) feet; thence North One degree Twenty-three minutes West (N 1° 23' W) a distance of Fifty (50) feet to the place of beginning for the following description; thence North One degree Twenty-three minutes West (N 1° 23' W) a distance of Two Hundred Fifty (250) feet; thence South Eighty-nine degrees Nineteen minutes East (S 89° 19' E) a distance of Sixty (60) feet; thence South One degree Twenty-three minutes East (S 1° 23' E) a distance of Two Hundred Fifty (250) feet; thence North Eighty-nine degrees Nineteen minutes West (N 89° 19' W) a distance of Sixty (60) feet to the place of beginning, containing Three Hundred Forty-four thousandths (0.344) acres, more or less.

ALSO EXCEPT:

That part of the West Half (W 1/2) of the Southeast Quarter (SE 1/4)

PARCEL A-5

Parcels of land situate in the Southwest Quarter (SW 1/4) of Section Twenty-seven (27), Township Thirty-eight (38) North, Range Four (4) West, in the City of Michigan City, LaPorte County, Indiana, more particularly described as follows:

A part of the Northeast Quarter (NE 1/4) of the Southwest Quarter (SW 1/4) of Section Twenty-seven (27), Township Thirty-eight (38) North, Range Four (4) West, being a strip of land Eighty (80) feet in width taken from South side of lands of grantors, and bounded and described as follows: Beginning at the Southwest corner of the Northeast Quarter (NE 1/4) of the Southwest Quarter (SW 1/4) of said Section; thence East on the South line of said Quarter-Quarter Section a distance of Ten Hundred Twenty-six (1026) feet; thence North Eighty (80) feet; thence West parallel to the South line of said Quarter-Quarter Section a distance of Ten Hundred Twenty-six (1026) feet to the West line of said Quarter-Quarter Section; thence South Eighty (80) feet to the place of beginning, EXCEPTING therefrom the right of way of the Lake Erie and Western Railroad, and ALSO EXCEPTING all of said strip lying Westerly of the Lake Erie and Western Railroad Company right of way.

ALSO:

All that portion of the Northwest Quarter (NW 1/4) of the Southeast Quarter (SE 1/4) of the Southwest Quarter (SW 1/4) lying North of the Northeasterly right of way line of the Lake Erie & Western Railway, containing Seventeen hundredths (.17) acre, more or less.

ALSO:

A part of the Northeast Quarter (NE 1/4) of the Southwest Quarter (SW 1/4) of Section Twenty-seven (27), Township Thirty-eight (38) North of Range Four (4) West, being a strip Eighty (80) feet in width off of the South end of grantors land; said strip lies immediately North of and adjacent to the East and West Eighty (80) rod line in the Southwest Quarter (SW 1/4) of said Section Twenty-seven (27) and contains Sixty hundredths (.60) acre, more or less.

ALSO:

A strip of land Three Hundred (300) feet in width through a part of the Northeast Quarter (NE 1/4) of the Southwest Quarter (SW 1/4) of Section Twenty-seven, Township Thirty-eight (38) North, Range Four (4) West, said part being bounded as follows: Beginning at the Northeast corner of said tract and running thence South Eighty (80) rods; thence West Twenty (20) rods; thence North Eighty (80) rods; thence East to the place of beginning, said strip being the North Three Hundred (300) feet in width off of the South Three Hundred Sixty-six (366) feet taken off of and from the South side of said described part.

ALSO:

A parcel of land in the Northeast Quarter (NE 1/4) of the Southwest Quarter (SW 1/4) of Section Twenty-seven (27), Township Thirty-eight (38) North, Range Four (4) West, described as follows: Beginning at the Southeast corner of said Northeast Quarter (NE 1/4) of the Southwest Quarter (SW 1/4); thence West on South line of said Quarter, Three Hundred Thirty (300) feet; thence North Eighty (80) feet to a starting point for this description; thence from above described

PARCEL A-5
(continued)

starting point running West on a line parallel with the South line of the Northeast Quarter (NE 1/4) of the Southwest Quarter (SW 1/4) Six Hundred Eighteen (618) feet, more or less, to the Northeasterly right of way of the Lake Erie and Western Railway; thence Northwest-erly along said right of way Four Hundred Sixty (460) feet, more or less, to the East line of Carroll Avenue as laid out in Orchard Grove Addition; thence North along the East line of Carroll Avenue to a point on the East line of Carroll Avenue that is Three Hundred Ninety-six (396) feet North of the South line of the Northeast Quarter (NE 1/4) of the said Southwest Quarter (SW 1/4); thence East parallel with said South line to a point that is Three Hundred Thirty (330) feet West of the East line of said Southwest Quarter (SW 1/4); thence South Three Hundred Sixteen (316) feet to the place of beginning, containing Six and Twenty-four hundredths (6.24) acres, more or less.

ALSO:

One Hundred Forty (140) feet off of the North side of the Northeast Quarter (NE 1/4) of the Southeast Quarter (SE 1/4) of the Southwest Quarter (SW 1/4) of Section Twenty-seven (27), Township Thirty-eight (38) North, Range Four (4) West, EXCEPT so much thereof as is within the right-of-way of the Lake Erie and Western Railway Company, containing Two and One tenth (2.1) acres, more or less.

ALSO:

A part of the Northeast Quarter (NE 1/4) of the Southwest Quarter (SW 1/4) of Section Twenty-seven (27), Township Thirty-eight (38) North, Range Four (4) West, described as follows: Beginning at a point on the East line of the Northeast Quarter (NE 1/4) that is Nine Hundred Twenty-four (924) feet South of the center of said Section Twenty-seven (27); thence running South Thirty (30) feet; thence West Three Hundred Thirty (330) feet; thence North Thirty (30) feet; thence East Three Hundred Thirty (330) feet to the place of beginning, containing Twenty-three hundredths (.23) acre, more or less.

ALSO:

Commencing at the intersection of the East line of the Southwest Quarter (SW 1/4) of Section Twenty-seven (27), Township Thirty-eight (38) North, Range Four (4) West, LaPorte County, Indiana, with the Northerly line of the right-of-way of the Lake Erie and Western Railroad Company; thence running North along and upon said East line of the Southwest Quarter (SW 1/4) of said Section Twenty-seven (27) a distance of Two Hundred Seventy-nine and Four tenths (279.4) feet for the place of beginning; thence West at right angles Two Hundred (200) feet; thence South at right angles One Hundred Forty and Fifty-eight hundredths (140.58) feet to the Northerly right-of-way line of the Lake Erie and Western Railroad; thence Northwesterly along and upon said Northerly right-of-way line of the Lake Erie and Western Railroad Four Hundred Seventy-five and Seventy-three hundredths (475.73) feet to the South right-of-way line of the Chicago, South Shore and South Bend Railroad; thence Easterly along and upon the Southerly right-of-way line of the Chicago, South Shore and South Bend Railroad Six Hundred One and Nine tenths (601.9) feet to the East line of the Southwest Quarter (SW 1/4) of said Section Twenty-seven (27); thence South along and upon said East line of the Southwest Quarter (SW 1/4) of Section Twenty-seven (27), Ninety-nine (99) feet to the place of beginning, containing One and Sixty-two hundredths (1.62) acres, more or less.

PARCEL A-5
(continued)

PARCEL #2:

Parcels of real estate situate in the Southeast Quarter (SE 1/4) of Section Twenty-seven (27), Township Thirty-eight (38) North, Range Four (4) West, in the City of Michigan City, LaPorte County, Indiana, more particularly described as follows:

A part of the Northwest Quarter (NW 1/4) of the Southeast Quarter (SE 1/4) of Section Twenty-seven (27), Township Thirty-eight (38) North, Range Four (4) West, being a strip of land One Hundred (100) feet in width through land of grantor, and lying Forty-three (43) feet wide upon the Northerly and Fifty-seven (57) feet wide upon the Southerly side of the centerline of the Chicago, Lake Shore & South Bend Railway Company's track as the same is now located and measured at right angles thereto, which centerline is described as follows: A tangent bearing North Eighty-five degrees West (N 85° 0' W) and crossing the East line of said Section Twenty-seven (27) at a point a distance of Eleven Hundred Forty-three (1143) feet North of said Section Twenty-seven (27); thence with said bearing a distance of Twenty-one Hundred Eighteen and Six tenths (2118.6) feet; thence on a Thirty minute (0° 30') curve to the left a distance of Ninety-six (96) feet to the South line of the grantors' land; thence continuing on said Thirty minute (0° 30') curve to the left a distance of Four Hundred Twenty-five (425) feet to the West line of grantors' land, containing Seventy-seven hundredths (.77) acres, more or less.

ALSO:

A part of the South Half (S 1/2) of the Southeast Quarter (SE 1/4) of Section Twenty-seven (27), Township Thirty-eight (38) North, Range Four (4) West, being a strip One Hundred (100) feet in width through lands of grantor, and lying Forty-three (43) feet wide upon the Northerly and Fifty-seven (57) feet wide upon the Southerly side of the center line of the Chicago, Lake Shore & South Bend Railway Company's track as the same is now located and measured at right angles thereto, which centerline is described as follows: A tangent bearing North Eighty-five degrees West (N 85° 0' W), and crossing the East line of said Section Twenty-seven (27) at a point Eleven Hundred Forty -three (1143) feet North of the Southeast corner of said Section; thence with said bearing into and upon grantors' land a distance of Twenty-one Hundred Eighteen and Six tenths (2118.6) feet; thence on a Thirty minute (0°30') curve to left a distance of Ninety-five and one-half (95 1/2) feet to the North line of grantors' land, but continuing on said Thirty minute (0°30') curve to left westwardly to the West line of said Southeast Quarter (SE 1/4) of Section Twenty-seven (27), containing Five and Nine hundredths (5.09) acres, more or less.

ALSO:

The South Half (S 1/2) of the Northeast Quarter (NE 1/4) of the Southeast Quarter (SE 1/4) of Section Twenty-seven (27), Township Thirty-eight (38) North, Range Four (4) West, containing Twenty (20) acres, more or less.

ALSO:

All that part of the South Half (S 1/2) of the Southeast Quarter (SE 1/4) of Section Twenty-seven (27), Township Thirty-eight (38) North, Range Four (4) West, which lies North of the right-of-way of the

PARCEL A-5
(continued)

Chicago, South Shore and South Bend Railroad, more particularly described as follows: Commencing at the Northeast corner of the South Half (S 1/2) of the Southeast Quarter (SE 1/4) of said Section Twenty-seven (27), and running thence South along the East line of said Section Twenty-seven (27), One Hundred Fifty-nine (159) feet to the Northerly line of the aforesaid right-of-way; thence in a Northwesterly direction along the said Northerly line of said right-of-way to its intersection with the North line of the South Half (S 1/2) of the Southeast Quarter (SE 1/4) of said Section Twenty-seven (27); thence East along said last named North line, a distance of Seventeen Hundred Seventy-five (1775) feet, more or less, to the place of beginning, containing Three and One-fifth ($3 \frac{1}{5}$) acres of land, more or less.

ALSO:

The Northwest Quarter (NW 1/4) of the Southeast Quarter (SE 1/4) of Section Twenty-seven (27) EXCEPTING the North Five Hundred (500) feet of said Northwest Quarter (NW 1/4) of said Southeast Quarter (SE 1/4), situated in Township Thirty-eight (38) North, Range Four (4) West of the Second Principal Meridian.

ALSO:

A strip of land Fifty (50) feet wide in the South Half (S 1/2) of the Southeast Quarter (SE 1/4) of Section Twenty-seven (27), Township Thirty-eight (38) North, Range Four (4) West, in the County of LaPorte, State of Indiana, described as follows:

Commencing at the intersection of the North-South centerline of said Section Twenty-seven (27) with the Southerly right-of-way line of the Chicago Lake Shore and South Bend Railway; thence along said Southerly right-of-way line in an Easterly direction Two Thousand Seventy-five (2075) feet, more or less, to the centerline of Trail Creek; thence Southerly along the centerline of Trail Creek to a point Fifty (50) feet Southerly of said Southerly right-of-way, measured at right angles thereto; thence Westerly along a line Fifty (50) feet Southerly of and parallel to said Southerly right-of-way line to the North-South centerline of Section Twenty-seven (27); thence Northerly along said centerline Fifty (50) feet, more or less, to the point of beginning, containing Two and Thirty-seven hundredths (2.37) acres, more or less.